



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

February 1, 1991

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series P-2)
Recordation No. 9911

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Seventh Supplemental Equipment Trust Agreement dated as of July 31, 1990, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTCp2
Enclosures

9911-0
FEB 5 1991 -3 15 PM
INTERSTATE COMMERCE COMMISSION

9911-P
FEB 5 1991 -3 15 PM1-036A059

INTERSTATE COMMERCE COMMISSION

FEB 5 3 04 PM '91
MOTOR OPERATING UNIT



A MEMBER OF THE MARMON GROUP OF COMPANIES

Interstate Commerce Commission
Washington, D.C. 20423

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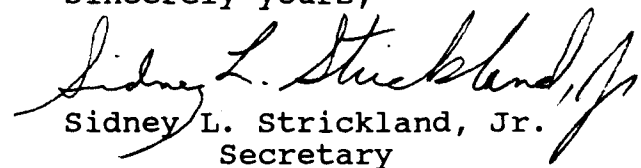
OFFICE OF THE SECRETARY

Patrick J. Allen
Union Tank Car Company
225 West Washington, Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/5/91 at 3:15pm, and assigned recordation number(s). 9911-0 & 9911-P

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

2911-0
RECEIVED IN FEB 1991

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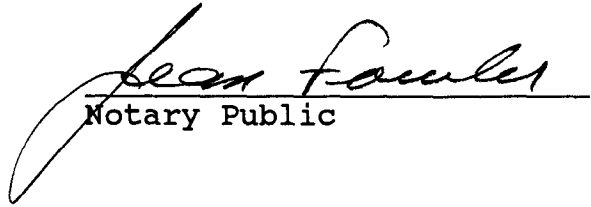
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

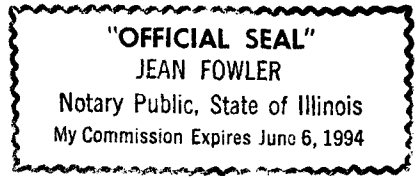
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Seventh Supplemental Trust Agreement dated as of July 31, 1990 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 1st day of February, 1991.


Notary Public

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SEVENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES P-2)

RECORDED IN 2911-0
FEB 5 1991 - 3 15 PM
INTERSTATE COMMERCE COMMISSION

THIS SEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and The First National Bank of Chicago, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated December 1, 1978, providing for the issue of its Equipment Certificates (Series P-2) in the aggregate principal amount of \$60,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

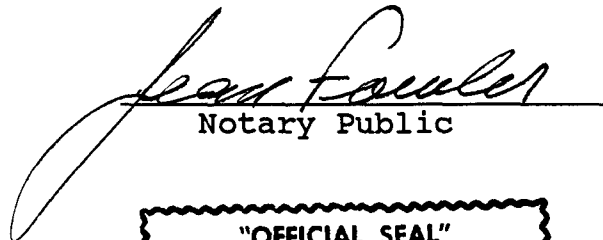
1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

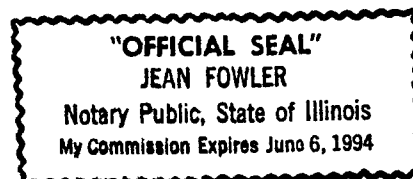
3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On July 31, 1990, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

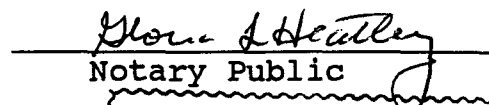

Notary Public

My Commission Expires:



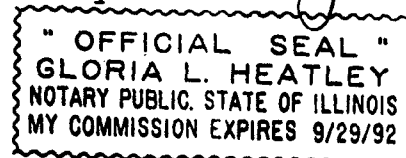
STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 15th day of November, 1990, before me personally came James OTT Cotton, to me known, who, being by me duly sworn, did depose and say that he is Typst OFFICER of The First National Bank of Chicago, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

My Commission Expires:

9-29-92



UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
P 2 SERIES P2 10/25/90

PAGE

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY	-----DATES----- IN WRECKED/ USE RETIRED	CERTIFICATE TRUST COST	NET BU VALU
UTLX 11064	TL	20,000	GAL	1 1	08 80	\$ 38,014	\$ 18,6
UTLX 11065	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11066	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11067	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11068	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11069	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11070	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11071	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11072	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11073	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11074	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11075	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11076	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 11077	TL	20,000	GAL	1 1	08 80	38,014	18,6
UTLX 920006	T564	17,000	GAL	1 1	12 88	61,311	55,6
UTLX 920017	T564	17,000	GAL	1 1	12 88	61,311	55,6
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NUMBER OF CARS		16				\$ 654,818	\$ 373,6

WRECKED/RETIRED CARS (SCHEDULE B)

P 2 SERIES P2

07/31/90

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CU CTY	IN USE	WRECKED/ RETIRED	CERTIFICATE TRUST COST	NET BOOK VALUE
UTLX 25782	TM	13,700	GAL	1 1	05/78	11/89	\$ 28,693	\$ 11,21
UTLX 58629	TM	26,000	GAL	1 1	06/78	09/89	32,059	12,69
UTLX 70157	TMI	15,500	GAL	3 2	06/78	03/90	35,741	14,14
UTLX 70169	TMI	15,500	GAL	3 2	07/78	03/90	35,705	14,28
UTLX 70170	TMI	15,500	GAL	3 2	07/78	03/90	35,705	14,28
UTLX 70175	TMT	15,500	GAL	3 2	07/78	03/90	35,705	14,28
UTLX 70392	TM	23,500	GAL	1 1	11/78	03/90	35,912	14,91
UTLX 70417	TM	20,000	GAL	1 1	10/78	09/89	33,926	13,91
UTLX 70418	TM	20,000	GAL	1 1	09/78	09/89	33,926	13,81
UTLX 70419	TM	20,000	GAL	1 1	09/78	09/89	33,926	13,81
UTLX 70434	TM	20,000	GAL	1 1	10/78	10/89	36,150	14,91
UTLX 70449	TM	20,000	GAL	1 1	11/78	03/90	34,748	14,41
UTLX 70589	TM	17,500	GAL	1 1	11/78	11/89	33,520	13,91
UTLX 70780	TM	23,500	GAL	1 1	06/78	08/88	33,467	13,21
UTLX 71061	TM	20,000	GAL	1 1	06/78	09/89	32,254	12,71
UTLX 71063	TM	20,000	GAL	1 1	06/78	09/89	32,254	12,71
UTLX 71066	TM	20,000	GAL	1 1	06/78	09/89	32,255	12,71
UTLX 71067	TM	20,000	GAL	1 1	06/78	09/89	32,255	12,71
UTLX 82618	TP	20,000	GAL	1 1	11/78	02/90	58,000	24,11
UTLX 96376	TP	25,000	GAL	1 1	11/78	06/89	43,629	18,11
WCTR 101738	BOXT	70	TUN	4 1	10/78	12/89	33,951	14,01
WCTR 101861	BOXT	70	TUN	4 1	10/78	12/89	33,951	14,01
WCTR 101880	BOXT	70	TUN	4 1	10/78	12/89	33,951	14,01
WCTR 101892	BOXT	70	TUN	4 1	10/78	12/89	33,951	14,01
UTLX 48673	TM	30,000	GAL	1 1	11/78	07/90	34,490	14,31
UTLX 70933	TM	14,500	GAL	1 1	04/78	07/90	33,295	12,91

NUMBER OF CARS		26					\$ 913,419	\$ 370,81